

FEDERAL REALTY INVESTMENT TRUST
 Form 4
 May 16, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD DONALD C

2. Issuer Name and Ticker or Trading Symbol
FEDERAL REALTY INVESTMENT TRUST [FRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1626 EAST JEFFERSON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Trustee, President and CEO

ROCKVILLE, MD 20852

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|---|--|---|
| Common shares of beneficial interest | 05/14/2008 | | M ⁽¹⁾ | 51,200 | A | \$ 21.0625 | 296,605 ⁽²⁾ | D | |
| Common shares of beneficial interest | 05/14/2008 | | S ⁽¹⁾ | 200 | D | \$ 83 | 296,405 ⁽²⁾ | D | |
| Common shares of beneficial interest | 05/14/2008 | | S ⁽¹⁾ | 1,200 | D | \$ 83.05 | 295,205 ⁽²⁾ | D | |

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|--------------------------------------|------------|------------------------|-------|---|----------|--------------------|---|
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 83.06 | 294,705 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 83.08 | 294,405 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 700 | D | \$ 83.09 | 293,705 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 1,400 | D | \$ 83.1 | 292,305 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 83.11 | 291,905 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 83.12 | 291,305 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 83.13 | 291,205 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 83.14 | 291,005 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 83.15 | 290,905 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 83.16 | 290,805 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 1,100 | D | \$ 83.17 | 289,705 <u>(2)</u> | D |
| | 05/14/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 83.18 | 289,305 <u>(2)</u> | D |

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|--------------------------------------|------------|------------------------|-------|---|----------|--------------------|---|
| Common shares of beneficial interest | | | | | | | |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 83.19 | 288,805 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 2,300 | D | \$ 83.2 | 286,505 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 83.21 | 285,905 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 83.22 | 285,605 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 2,000 | D | \$ 83.23 | 283,605 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 83.24 | 283,505 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 1,800 | D | \$ 83.25 | 281,705 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 83.26 | 281,505 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 700 | D | \$ 83.27 | 280,805 <u>(2)</u> | D |
| Common shares of beneficial interest | 05/14/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 83.28 | 280,305 <u>(2)</u> | D |
| | 05/14/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 83.3 | 280,005 <u>(2)</u> | D |

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|--------------------------------------|------------|------------------|-------|---|----------|------------------------|---|
| Common shares of beneficial interest | | | | | | | |
| Common shares of beneficial interest | 05/14/2008 | S ⁽¹⁾ | 400 | D | \$ 83.31 | 279,605 ⁽²⁾ | D |
| Common shares of beneficial interest | 05/14/2008 | S ⁽¹⁾ | 500 | D | \$ 83.32 | 279,105 ⁽²⁾ | D |
| Common shares of beneficial interest | 05/14/2008 | S ⁽¹⁾ | 100 | D | \$ 83.38 | 279,005 ⁽²⁾ | D |
| Common shares of beneficial interest | 05/14/2008 | S ⁽¹⁾ | 1,700 | D | \$ 83.4 | 277,305 ⁽²⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option | \$ 21.0625 | 05/14/2008 | | M ⁽¹⁾ | 51,200 | 02/22/2000 ⁽³⁾ | 02/22/2009 | Common shares of beneficial interest | 51,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOOD DONALD C 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852 | X | | Trustee, President and CEO | |

Signatures

Dawn M. Becker, by power of attorney
05/16/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This is one of three Form 4s being filed to report one transaction that occurred on May 14, 2008 because the transaction would not fit on one Form 4.
- (2) Shares owned indirectly by wife: 9,437.
- (3) 19,234 vested on 2/22/00 and 31,966 vested on 2/22/01.
- (4) Mr. Wood currently holds a total of 357,858 options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.